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9 Attorneys for WAYMO LLC

10 UNITED STATES DISTRICT COURT

11 NORTHERN DISTRICT OF CALIFORNIA, SAN FRANCISCO DIVISION

12 WAYMO LLC,

13 Plaintiff,

14 vs.

15 UBER TECHNOLOGIES, INC.;  
16 OTTOMOTTO LLC; OTTO TRUCKING  
LLC,

17 Defendants.

CASE NO. 3:17-cv-00939-WHA

**DECLARATION OF LINDSAY COOPER  
IN SUPPORT OF PLAINTIFF WAYMO  
LLC'S ADMINISTRATIVE MOTION TO  
FILE UNDER SEAL ITS OFFER OF  
PROOF REGARDING ADMISSIBILITY  
OF CERTAIN MARKET AND  
FINANCIAL INFORMATION**

I, Lindsay Cooper, declare as follows:

1. I am an attorney licensed to practice in the State of California and am admitted to practice before this Court. I am an associate at the law firm Quinn Emanuel Urquhart & Sullivan, LLP, counsel for the Plaintiff Waymo LLC (“Waymo”). I have personal knowledge of the matters set forth in this Declaration, and if called as a witness I would testify competently to those matters.

2. I make this declaration in support of Waymo’s Administrative Motion to File Under Seal its Offer of Proof Regarding Admissibility of Certain Market and Financial Information. (“Waymo’s Administrative Motion”). Waymo’s Administrative Motion seeks an order sealing the following materials:

Document	Portions to Be Filed Under Seal	Designating Party
Waymo’s Offer of Proof	Highlighted in blue	Defendants
	Highlighted in green	Waymo
Exhibit 1 to Waymo’s Offer of Proof	Entire document	Defendants
Exhibit 2 to Waymo’s Offer of Proof	Entire document	Waymo
Exhibit 3 to Waymo’s Offer of Proof	Entire document	Waymo
Exhibit 4 to Waymo’s Offer of Proof	Entire document	Defendants
Exhibit 5 to Waymo’s Offer of Proof	Entire document	Defendants
Exhibit 6 to Waymo’s Offer of Proof	Entire document	Defendants
Exhibit 7 to Waymo’s Offer of Proof	Entire document	Defendants
Exhibit 8 to Waymo’s Offer of Proof	Entire document	Defendants
Exhibit 9 to Waymo’s Offer of Proof	Entire document	Defendants
Exhibit 10 to Waymo’s Offer of Proof	Entire document	Defendants
Exhibit 11 to Waymo’s Offer of Proof	Entire document	Defendants
Exhibit 12 to Waymo’s Offer of Proof	Entire document	Waymo
Exhibit 13 to Waymo’s Offer of Proof	Entire document	Defendants
Exhibit 14 to Waymo’s Offer of Proof	Entire document	Defendants

Proof		
Exhibit 15 to Waymo's Offer of Proof	Entire document	Defendants
Exhibit 16 to Waymo's Offer of Proof	Entire document	Defendants
Exhibit 17 to Waymo's Offer of Proof	Entire document	Defendants
Exhibit 18 to Waymo's Offer of Proof	Entire document	Defendants

3. Waymo's Offer of Proof and attached exhibits contain information that Defendants have designated as confidential and/or highly confidential.

4. Portions of Waymo's Offer of Proof and attached exhibits contain, discuss, or refer to Waymo's confidential business information, including internal Waymo documents describing its market analyses, plans, forecasts, and financial information. Specifically, portions of Waymo's Offer of Proof and attached exhibits describe documents that Waymo has produced in this litigation, designated as **HIGHLY CONFIDENTIAL – ATTORNEYS' EYES ONLY** under the protective order, that refer to Waymo's future plans with respect to commercializing its business, including launch dates and launch locations; Waymo's internal strategic analysis of the TaaS market and how to enter it; Waymo's analysis of the potential future revenue and profits associated with various business plans; and strategic ways to deal with competitors in the market, including Uber and others. Public disclosure of this information to Waymo's competitors would harm Waymo by giving its competitors access to Waymo's highly confidential internal business thinking. If such information were made public, I understand that Waymo's competitive standing would be significantly harmed. Waymo's request to seal is narrowly tailored to only the confidential information.

1 I declare under penalty of perjury under the laws of the State of California that the foregoing is  
2 true and correct, and that this declaration was executed in San Francisco, California, on January 26,  
3 2018.

4 By /s/ Lindsay Cooper  
5 Lindsay Cooper  
6 Attorneys for WAYMO LLC

7 **SIGNATURE ATTESTATION**

8 Pursuant to Local Rule 5-1(i)(3), I attest under penalty of perjury that concurrence in the  
9 filing of this document has been obtained from Lindsay Cooper.

10 /s/ Charles K. Verhoeven  
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